91339 OMB APPROVAL FORM:D 3235-0076 UNITED STATES OMB Number: SECURITIES AND EXCHANGE COMMISSION Expires: April 30, 2008 Estimated average burden hours Washington, D.C. 20549 per response 16.00 FORM D SEC USE ONLY NOTICE OF SALE OF SECURITIES Serial Prefix PURSUANT TO REGULATION D. SECTION 4(6), AND/OR DATE RECEIVED **IFORM LIMITED OFFERING EXEMPTION** Name of Offering (check if this is an amendment and name has changed, and indicate change.) **Bridge Loan Offering: Sunset Urban Properties** Filing Under (Check box(es) that apply): Section 4(6) ☐ ULOE 🔯 Rule 506 ☐ Rule 505 ☐ Rule 504 New Filing Amendment Type of Filing A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer 1. Name of Issuer (check if this is an amendment and name has changed, and indicate change.) SKB-Sunset & Gordon, LLC Telephone Number (Including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) 1211 SW Fifth Avenue, Suite 2600, Portland, OR 97204 (503) 220-2600 PROCESSED Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip NOV 0 2 2006 Code) (if different from Executive Offices) THOMSON Brief Description of Business LLC whose purpose shall be to make a bridge loan to the developer of Sunset Urban Properties. FiNANCIAL Type of Business Organization other (please specify): limited partnership, already formed corporation **Limited Liability Company** limited partnership, to be formed business trust Actual or Estimated Date of Incorporation or Organization: Month 0 8 0 1 Estimated 図 Actual Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: (CN for Canada; FN for other foreign jurisdiction) OR GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6). 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC. Filing Fee: There is no federal filing fee. State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION |
Failure to file notice in the appropriate states will not result in a loss of a federal exemption. Conversely, failure to file the appropriate federal notice

will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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2. Each promoter of the issuer, if the issuer base or oparatized within the past five years. - Each promoter of the issuer, if the issuer base been organized within the past five years. - Each peneral and managing partner of portunating the power to you or disposition of, 10% or more of a class of equity securities of the Each executive Officer and director of corporate issuers and corporate general and managing partners of partnership issuers. Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	
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	answer is "none" or "zero." If the transaction is an exchange offering, check this box below the amounts of the securities offered for exchange and already exchanged.	! .			
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	Convertible Securities (including warrants)	ļ		s 0	s 0
	Partnership Interests (L.I.C Membership Interests)	·		\$ 10,600,000	\$ 10,600,000
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	Enter the number of accredited and non-accredited investors who have purchased securi	ties in this offering	g and the		
•	aggregate dollar amounts of their nurchases. For offerings under Rule 504, indicate the	mumber of persor	is who have	-	
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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	b.	Enter the difference between the aggregate expenses furnished in response to Part C	C - Ouestion 4.a.	•			47 AAN
		This difference is the "adjusted gross pro	occeds to the issuer."			<u>91V.5</u> -	17.000
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	purp estin	cate below the amount of the adjusted gross pro- oses shown. If the amount for any purpose is nate. The total of the payments listed must equ	not known, furnish an estimate	and check the bo	x to the left	of the	
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			D. FEDERAL	SIGNATURE			
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		er has duly caused this notice to be signed by the	أمواسطوره والطوال وسياسا	 negron If this p	ntice is file	i under Rule 505.	the following signature constitutes
Th	e issue	er has duly caused this notice to be signed by the taking by the issuer to furnish to the U.S. Secu	ne undersigned dary additionized	ion upon written i	entest of it	s staff, the inform	ation furnished by the issuer to an
an	under	taking by the issuer to furnish to the U.S. Secu	Mics and Excusinge Commissi	ion, upon written	oquest or it	, Juli, u	
ΠŌ	n-accr	edited investor pursuant to paragraph (b)(2) of	Rule 302.	ļ			•
			Signature			Date	
	Ì	(Print or Type) Sunset & Gonion, LLC	MA	and)	. (9/27/	06
	Vame '	of Signer (Printer or Type)	Tide of Signer (Print or	Type)			
	}	-	Principal, ScanlanKe Operating Manager o	moerBand Com	Corton	U C	
- 1	N. Th	omson Bard, Jr.	Operating manager o	O Jeanne-a'ue i	Gorgon,		` ;
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Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.) E. STATE SIGNATURE No 🛛 Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions Yes 🔲 See Appendix, Column 5, for state response. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. Date Issuer (Print or Type) Signature SKB-Sunset & Gordon, LLC Name of Signer (Printer or Type) Principal, ScanlanKemperBard Companies, LLC Operating Manager of SKB-Sunset & Gordon, LLC N. Thomson Bard, Jr. Instruction: Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or primed signatures.

APPENDIX

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					1	9		Discount	ification		
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